



GOVERNANCE & LEADERSHIP POLICIES

PREAMBLE

These Governance and Leadership Policies are hereby adopted pursuant to and in furtherance of the Constitution of the CSOs Engagement Forum (CEF), the Constitution of Kenya, 2010, the Non-Governmental Organizations Coordination Act (Cap 134), the Public Benefit Organizations Act, 2013 (where applicable), and all other written laws, regulations, and best-practice principles governing civil society organizations in Kenya.

These Policies are intended to operationalize the constitutional provisions on governance, fiduciary responsibility, accountability, transparency, and ethical leadership, and shall be binding on all organs, officers, members, and agents of CEF.

In the event of any inconsistency, the CEF Constitution shall prevail.

1. BOARD GOVERNANCE POLICY

1.1 The Board of Directors of the CSOs Engagement Forum (CEF) shall be the supreme policy-making, strategic oversight, and fiduciary organ of the Organisation, subject only to the authority of the General Assembly as provided for in the Constitution.

1.2 The Board shall bear ultimate fiduciary responsibility for the governance, strategic direction, financial stewardship, risk management, and legal compliance of the Forum.

1.3 In the discharge of its mandate, the Board shall exercise its powers bona fide, in good faith, with due care, skill, and diligence, and strictly in the best interests of the Organisation and its beneficiaries.

1.4 No act of delegation or reliance on management shall absolve the Board of its collective and individual statutory and fiduciary obligations under the Constitution and applicable law.

2. CODE OF CONDUCT & ETHICS POLICY

2.1 All Board Members, Secretariat staff, committee members, volunteers, consultants, and agents of CEF shall adhere to the highest standards of integrity, professionalism, accountability, transparency, impartiality, and respect for human dignity.

2.2 Covered persons shall at all times:

- Act lawfully and in compliance with the CEF Constitution and applicable laws;
- Avoid conduct that may bring the Organisation into disrepute;



- Refrain from abuse of office, misuse of organisational resources, or conduct amounting to corruption, fraud, or unethical practice;
- Uphold the principles of equity, inclusivity, and non-discrimination.

2.3 Any breach of this Code shall constitute misconduct and shall attract disciplinary action in accordance with the Constitution, internal policies, and the principles of natural justice.

3. CONFLICT OF INTEREST POLICY

3.1 All persons occupying positions of authority, trust, or influence within CEF shall have a continuing legal duty to disclose fully and promptly any actual, potential, or perceived conflict of interest.

3.2 A conflict of interest shall be deemed to arise where a personal, financial, professional, or relational interest materially interferes with or is reasonably likely to interfere with the proper and objective discharge of official duties.

3.3 Any person with a declared conflict shall:

- Recuse themselves from deliberations on the affected matter;
- Abstain from voting or decision-making;
- Not seek to improperly influence the outcome.

3.4 Failure to disclose a conflict of interest, or concealment or misrepresentation of material facts, shall constitute gross misconduct and a breach of fiduciary duty, warranting disciplinary, administrative, or legal action as provided for in the Constitution.

4. DELEGATION OF AUTHORITY POLICY

4.1 The Board may, by formal resolution, delegate specific powers and functions to committees, officers, or the Secretariat for purposes of operational efficiency.

4.2 Any delegation of authority shall:

- Be in writing and clearly defined;
- Be subject to periodic reporting, monitoring, and review;
- Not derogate from or extinguish the Board's ultimate statutory, fiduciary, and constitutional responsibility.

4.3 Acts performed pursuant to delegated authority shall be deemed to have been performed on behalf of the Board and remain subject to Board oversight and accountability.



5. WHISTLEBLOWER PROTECTION POLICY

5.1 CSOs Engagement Forum (CEF) shall promote a culture of accountability and ethical conduct by encouraging the reporting of misconduct, illegality, corruption, abuse of office, or maladministration.

5.2 Any person who, acting in good faith, discloses wrongdoing shall be protected from retaliation, harassment, intimidation, or victimization, in accordance with Article 236 of the Constitution of Kenya and applicable law.

5.3 Retaliation against a whistleblower shall constitute serious misconduct and shall attract disciplinary and legal sanctions.

6. REVIEW AND AMENDMENT

6.1 These Governance and Leadership Policies shall be reviewed at least once every three (3) years, or earlier where required by changes in law, regulatory requirements, or organisational needs.

6.2 Any amendment, repeal, or replacement of these Policies shall take effect only upon formal resolution of the Board of CSOs Engagement Forum (CEF) and, where applicable, ratification by the General Assembly in accordance with the Constitution.
